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Jeffrey B. Ellman

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : Chapter 11
:
Old Carco LLC : Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.*,¹ :
:
Debtors. : (Jointly Administered)
:
X

**NOTICE OF HEARING ON
TWELFTH OMNIBUS MOTION OF DEBTORS AND
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

¹ A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at www.chryslerrestructuring.com.

1. A hearing to consider the Twelfth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"), filed by the above-captioned debtors and debtors in possession (the "Debtors"), shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **July 16, 2009, at 10:00 a.m. (New York time)**.

2. Objections, if any, to the relief sought in the Motion must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), so as to be actually received by the parties on the Special Service List (as defined in the Case Management Order) and the parties to the executory contracts sought to be affected not later than **4:00 p.m. (New York time) on June 29, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Motion, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Motion, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or, free of charge, at www.chryslerrestructuring.com.

Dated: June 18, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball

Corinne Ball
Veerle Roovers
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

**PARTIES RECEIVING THIS TWELFTH OMNIBUS MOTION
SHOULD LOCATE THEIR NAMES IN THE ATTACHED EXHIBIT A**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

¹ A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at www.chryslerrestructuring.com.

**TWELFTH OMNIBUS MOTION OF DEBTORS AND
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

TO THE HONORABLE ARTHUR J. GONZALEZ,
UNITED STATES BANKRUPTCY JUDGE:

Old Carco LLC (f/k/a Chrysler LLC) ("Old Carco") and its affiliated debtors and debtors in possession (collectively with Old Carco, the "Debtors") respectfully represent as follows:

Background

1. On April 30, 2009 (the "Petition Date"), Old Carco and 24 of its affiliated Debtors (collectively, the "Original Debtors") commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On May 19, 2009, Debtor Alpha Holding LP ("Alpha") commenced its reorganization case by filing a voluntary petition under chapter 11 of the Bankruptcy Code. By orders of the Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On May 5, 2009, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors, pursuant to section 1102 of the Bankruptcy Code.

4. As of the Petition Date, the Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Old Carco Companies") comprised one of the world's largest

manufacturers and distributors of automobiles and other vehicles, together with related parts and accessories. On the Petition Date, the Old Carco Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States.

5. For the 12 months ended December 31, 2008, the Old Carco Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. In connection with the commencement of these cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (a) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC (n/k/a Chrysler Group LLC) ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (b) in exchange for those assets, New Chrysler would assume certain liabilities of Old Carco and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

7. On May 31, 2009, this Court issued: (a) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (b) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229) (together with the Sale Opinion, the "Opinions"). On June 1, 2009 and consistent with the Sale Opinion, this Court entered an Order authorizing the Fiat Transaction (Docket No. 3232)

(the "Sale Order"). On June 5, 2009, the United States Court of Appeals for the Second Circuit affirmed the Opinions and the Sale Order. Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

Jurisdiction

8. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

9. Pursuant to section 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order authorizing them to reject all of their executory contracts (collectively, the "Contracts") with the parties identified on Exhibit A (collectively, the "Non-Debtor Counterparties") effective as of the date hereof.

Facts Relevant to This Motion

10. The Debtors have engaged in a review of certain of their executory supplier contracts. As a result of their review, the Debtors have determined that their Contracts with the Non-Debtor Counterparties identified on Exhibit A are neither necessary nor valuable to their estates and will not be assumed and assigned as part of the Fiat Transaction.

11. Each of the Contracts is an "executory contract" within the meaning of section 365 of the Bankruptcy Code, capable of being rejected by the Debtors. To the extent that any Contract already has expired or been terminated, it is included herein out of an abundance of caution.

Argument

12. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). Courts routinely approve motions to assume, assume and assign or reject executory contracts upon a showing that the debtor's decision to take such action will benefit the debtor's estate and is an exercise of sound business judgment. See Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1099 (2d Cir. 1993) (stating that section 365 of the Bankruptcy Code "permits the trustee or debtor-in-possession, subject to the approval of the bankruptcy court, to go through the inventory of executory contracts of the debtor and decide which ones it would be beneficial to adhere to and which ones it would be beneficial to reject."); see also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 523 (1984) (stating that the traditional standard applied by courts to authorize the rejection of an executory contract is that of "business judgment"); In re Gucci, 193 B.R. 411, 415 (S.D.N.Y. 1996) ("A bankruptcy court reviewing a trustee's decision to assume or reject an executory contract should apply its 'business judgment' to determine if it would be beneficial or burdensome to the estate to assume it.").

13. Courts generally will not second-guess a debtor's business judgment concerning the assumption or rejection of an executory contract. See In re Riodizio, Inc., 204 B.R. 417, 424 (Bankr. S.D.N.Y. 1997) ("[A] court will ordinarily defer to the business judgment of the debtor's management"); accord Phar-Mor, Inc. v. Strouss Bldg. Assocs., 204 B.R. 948, 951-52 (Bankr. N.D. Ohio 1997) ("Whether an executory contract is 'favorable' or 'unfavorable' is left to the sound business judgment of the debtor Courts should generally defer to a debtor's decision whether to reject an executory contract."). The "business judgment" test is not a strict standard; it merely requires a showing that either assumption or rejection of the

executory contract will benefit a debtor's estate. See, e.g., Bregman v. Meehan (In re Meehan), 59 B.R. 380, 385 (E.D.N.Y. 1986) ("The business judgment test is a flexible one The primary issue under the business judgment test is whether rejection of the contract would benefit general unsecured creditors."); In re Helm, 335 B.R. 528, 538 (Bankr. S.D.N.Y. 2006) ("To meet the business judgment test, the debtor in possession must establish that rejection will benefit the estate."); Westbury Real Estate Ventures, Inc. v. Bradlees, Inc. (In re Bradlees Stores, Inc.), 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996) ("In reviewing a debtor's decision to assume or reject an executory contract, the court must examine the contract and circumstances and apply its best 'business judgment' to determine if the assumption or rejection would be beneficial or burdensome to the estate.").

14. As noted above, New Chrysler has determined not to accept an assignment of Contracts with any of the Non-Debtor Counterparties in connection with the Fiat Transaction. In addition, following the consummation of the Fiat Transaction, the Debtors are in the process of winding down their business affairs and have no further need for the goods or services that otherwise would be provided pursuant to the Contracts. As such, the Debtors have determined that the Contracts provide no ongoing benefits to their estates. Moreover, the Debtors have determined that the Contracts do not have any realizable value in the marketplace.

15. Courts that have permitted retroactive rejection generally have permitted rejection of an executory contract to be effective as of the date on which the nondebtor party to the executory contract was given definitive notice of the debtor's intent to reject. See, e.g., In re Loewen Group Int'l, Inc., No. 99 1244 (PJW) (Bankr. D. Del. Aug. 18, 2000) (authorizing rejection effective as of the date of the filing of the rejection motion). Generally, the Non-Debtor

Counterparties received notice of the Debtors' intent to reject the Contracts upon the filing and service of this Motion.

16. Accordingly, in the sound exercise of their business judgment, the Debtors have determined that the rejection of the Contracts, pursuant to section 365 of the Bankruptcy Code, effective as of the date of this Motion, is in the best interests of their estates and stakeholders.

Notice

17. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), entered on May 12, 2009, notice of this Motion has been given to the parties identified on the General Service List and the Special Service List (as such terms are identified in the Case Management Order), and to the Non-Debtor Counterparties to the Contracts identified in Exhibit A. The Debtors submit that no other or further notice need be provided.

No Prior Request

18. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit B, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 18, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball

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Veerle Roovers
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ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
RECORDED BOOKS	200 SKIPJACK ROAD PRINCE FREDERICK, MD 20678	59386
REITMEIER MECHANICAL	19570 SW 90TH CT TUALATIN, OR 97062	15426
RENKIM CORPORATION	13333 ALLEN ROAD SOUTHGATE, MI 48195-2294	33493
RESISTANCE WELDING PRODUCTS LTD	MARLBOROUGH ST N PO BOX 670 BLENHEIM, ON N0P1A0 CANADA	79972
RICE EQUIPMENT COMPANY	12895 PENNRIDGE DR BRIDGETON, MO 63044-1238	80695
ROBINSON INDUSTRIES INC-MI	3051 CURTIS ROAD P O BOX V COLEMAN, MI 48618-9568	78960
ROCKFORD INDUSTRIAL WELDING SUPPLY	4646 LINDEN ROAD ROCKFORD, IL 61109-1737	79782
ROCKNEL FASTENERS	5309 11TH ST ROCKFORD, IL 61109	51673
ROGERS B W COMPANY	18 TECHVIEW PLACE CINCINNATI, OH 45215-1981	78428
ROLL & HOLD	201 MISSISSIPPI STREET GARY, IN 46402	16052
ROLLINS ENVIRONMENTAL SERVICES INC	ONE ROLLINS PLAZA P O BOX 2349 WILMINGTON, DE 19803-2910	44822
RONART INDUSTRIES INC	19365 SHERWOOD AVENUE DETROIT, MI 48234-2899	78890
ROTO-ROOTER SERVICES COMPANY	17630 SOUTH WATERLOO ROAD CLEVELAND, OH 44119-3219	41257
RUMSEY/TECOT ELECTRIC SUPPLY	55 LUKENS DRIVE P O BOX 61 NEW CASTLE, DE 19720-2718	90853
RUSSO AND STEELE LLC	5230 SOUTH 39TH STREET PHOENIX, AZ 85040	60583
RYAN & COMPANY	ONE KENNEDY SQ 777 WOODWARD AVE SUITE 800 DETROIT, MI 48226	60065
S A COMUNALE	2900 NEWPARK DR PO BOX 150 BARBERTON, OH 44203-1050	39175
S A E	400 COMMONWEALTH DRIVE WARRENDALE, PA 15096-0001	81483
S&T DAEWOO	5 SONGJEONG RI CHOLMA MYON KIJANG GUN BUSAN KOREA	61019
SAEMIE CORPORATION	10725 SPRINGDALE AVE UNIT 3 SANTA FE SPRINGS, CA 90670	53436
SALEEN INC	1225 E MAPLE RD TROY, MI 48083	59863
SAM SHIN	769 WONSI DONG DANWON GU ASAAN KYUNGKI 425-852 KOREA	61547
SAMICK AUTOTECH CO LTD	GALSAN DONG DALSEO GU DAEGU KOREA	61641
SAMUEL SON & CO LTD	20001 SHERWOOD AVENUE DETROIT, MI 48234	72624

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
SAMUEL SON & CO LTD	20001 SHERWOOD AVENUE DETROIT, MI 48234	56941
SAMUEL SON & CO LTD	20001 SHERWOOD AVENUE DETROIT, MI 48234	96172
SAMUEL STRAPPING SYSTEMS-CANADA	2360 DIXIE ROAD COOKSVILLE, ON L4Y1Z4 CANADA	86023
SARTORIUS CORPORATION	131 HEARTLAND EDGEWOOD, NY 11717	88235
SCHMITT INDUSTRIES INC	2765 N W NICOLIA STREET PORTLAND, OR 97210	14706
SCHNEIDER NATIONAL INC	P O BOX 2545 GREEN BAY, WI 54306-2545	70833
SDE-MRO EXPRESS LLC	901 TOWER DR SUITE 450 TROY, MI 48098	60160
SEBERT LANDSCAPING	31W060 W BARTLETT ROAD BARTLETT, IL 60103	85654
SELAS CORPORATION OF AMERICA	2034 LIMEKILN PIKE DRESHER, PA 19025	82241
SIEMENS VDO AUTOMOTIVE ELECTRONICS	100 ELECTRONICS BOULEVARD HUNTSVILLE, AL 35824	57916
SIMCO COMPANY	2257 N PENN ROAD HATFIELD, PA 19440-1998	83955
SKD AUTOMOTIVE GROUP LP	1965 PRATT BLVD ELK GROVE VILLAGE, IL 60007-5934	75898
SKIMMER INC	6969 METROPLEX ROMULUS, MI 48174-2082	87834
SNAVELY MACHINE & MANUFACTURING	1070 INDUSTRIAL PKWY PERU, IN 46970	51852
SNR BEARING USA INC	BP 17 1 RUE DES USINES ANNECY CEDEX 74010 FRANCE	54512
SOUTHERN LUMBER COMPANY	290 PIKE STREET P O BOX 278 QUAKER CITY, OH 43773-0278	88539
SOUTHWESTERN INDUSTRIES INC	2605 HOMESTEAD PLACE RANCHO DOMINGUEZ, CA 90220	87867
SPANG & COMPANY	BRUGH AVENUE P O BOX 391 BUTLER, PA 16001-6428	77791
SPANGLER SUPERIOR TOOL & MFG INC	50 INDUSTRIAL DRIVE PIONEER, OH 43554	24464
SQUARE ONE ELECTRIC SERVICE CO INC	347 FORK BRANCH ROAD DOVER, DE 19904	14621
STACE-ALLEN CHUCK INC	2250 W MINNESOTA INDIANAPOLIS, IN 46221-1842	83794
STANADYNE AUTOMOTIVE CORPORATION	92 DEERFIELD ROAD WINDSOR, CT 06095	83428
STANDARD CONTRACTING & ENGRG INC	6356 EASTLAND ROAD BROOKPARK, OH 44142	93394
STANDARD DIE SUPPLY	630 KISER STREET DAYTON, OH 45404-1644	83866

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
STOCKCAP	13515 BARRETT PARKWAY DRIVE ST LOUIS, MO 63021-5880	24278
SUMMIT TRAINING SOURCE INC	4170 EMBASSY DR GRAND RAPIDS, MI 49546	49352
SUPECK SEPTIC SERVICES LLC	7760 BRANCH RD MEDINA, OH 44256	11708
SUPER SYSTEMS INC	7205 EDINGTON DR CINCINNATI, OH 45249	29620
SUPERIOR DETROIT SALES INC	23730 RESEARCH DRIVE FARMINGTON HILLS, MI 48335-2624	82994
SUPERIOR PLASTICS INC	417 E SECOND STREET ROCHESTER, MI 48307-2007	39841
SUTHERLAND LEATHER & FELT COMPANY	2963 INDUSTRIAL TROY, MI 48084-7086	83034
SYNDEVCO INC	24205 TELEGRAPH ROAD PO BOX 265 SOUTHFIELD, MI 48037-0265	85852
T & M EQUIPMENT COMPANY INC	2880 EAST 83RD PLACE MERRILLVILLE, IN 46410-6412	54352
TAIHO CORPORATION OF AMERICA	28175 HAGGERTY RD NOVI, MI 48377	38439
TARPON AUTOMATION & DESIGN COMPANY	26692 GROESBECK HIGHWAY WARREN, MI 48089	70343
TAYLOR MACHINE PRODUCTS INC	21300 EUREKA ROAD P O BOX 159 TAYLOR, MI 48180-5271	20753
TEBO,S.A.	AV DEL FERROCARRIL 5 FRACC ALCE B NAUCALPAN 53370 MEXICO	50561
TECHNICAL ILLUSTRATION CORPORATION	6030 CHASE ROAD DEARBORN, MI 48126	20571
TECHNICO INDUSTRIES LIMITED	PLOT 17 SECTOR 3 GURGAON HARVANA 122050 INDIA	61075
TELESIS TECHNOLOGIES INC.	28181 RIVER DRIVE CIRCLEVILLE, OH 43113	26705
TELLUREX	1462 INTERNATIONAL DR TRAVERSE CITY, MI 49686	58315
TENATRONICS LTD	776 DAVIS DRIVE EAST NEWMARKET, ON L3Y4X1 CANADA	91639
TEPCO INC	385 N MILL STREET SOUTH LYON, MI 48178-1262	91580
THE BING GROUP	11500 OAKLAND AVENUE DETROIT, MI 48211	40275
THOMAS INDUSTRIAL ROLLS INC	8526 BRANDT DEARBORN, MI 48126	11534
TOLEDO MIRROR AND GLASS	103 AVONDALE P O BOX 1032 TOLEDO, OH 43697	68431
TOLEDO TRANSDUCERS INC	6834 SPRING VALLEY DRIVE P.O. BOX 10 HOLLAND, OH 43528	18049

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
TOMPOR KEN AUTO	2285 NORTH OPDYKE ROAD SUITE B AUBURN HILLS, MI 48326	12855
TOOL DEX INC	22778 GLOBE WARREN, MI 48089-3752	47481
TOOLCRAFT PRODUCTS INC	1265 MC COOK AVENUE DAYTON, OH 45404-2800	90250
TPS INTERNATIONAL INC	N61 W23043 SILVER SPRING DRIVE SUSSEX, WI 53089-3969	55426
TRANSMARES CORPORATION	621 SHREWSBURY AVENUE SHREWSBURY, NJ 07702	28252
TRANTER MANUFACTURING INC	1054 CLAUSSEN ROAD AUGUSTA, GA 30907-3206	90303
TREE CITY TOOL & ENG COMPANY INC	1954 N MONTGOMERY RD GREENSBURG, IN 47240	15290
TRI MAS CORPORATION	315 EAST EISENHOWER PARKWAY ANN ARBOR, MI 48108-3306	90623
TRIM X TECHNOLOGIES	332 INDUSTRIAL DR IMLAY CITY, MI 48444	61386
TROUPE ELECTRONICS INC	1510 SPRINGPORT ROAD JACKSON, MI 49201	90363
TRUGREEN CHEMLAWN 2748	3308 IMPERIAL PKWY SUITE E BX 6001 LAFAYETTE, IN 47903	48583
TRU-PAR INC	160 WILSON ROAD BENLEYVILLE, PA 15314	78615
UIS INC	600 FIFTH AVENUE NEW YORK, NY 10020-2302	72420
UNHOLTZ-DICKIE CORPORATION	6 BROOKSIDE DRIVE WALLINGFORD, CT 06492-1893	93422
UNITED ROAD	10701 MIDDLEBELT RD ROMULUS, MI 48174	51813
UNITED TESTING SYSTEMS INC	5171 EXCHANGE DRIVE FLINT, MI 48507-2954	30738
UNIVERSAL TOOL & GAUGE INC	34028 JAMES J POMPO FRASER, MI 48026	17599
VALVE RECONDITIONING	17180 FRANCIS MELVINDALE, MI 48122-1339	94823
VANNATTER H E LIMITED	102 ARNOLD STREET P O BOX 36 WALLACEBURG, ON N8A4L5 CANADA	94782
VAPOR POWER INTERNATIONAL LLC	551 S COUNTY LINE ROAD FRANKLIN PARK, IL 60131-1013	94195
VERSATECH INDUSTRIES-CANADA	612 WELHAM RD BERRIE, ON L4N8Z8 CANADA	26548
VIBCO INC	STILSON ROAD P O BOX 8 WYOMING, RI 02898-1026	94828
VIKING INDUSTRIES	33790 BAINBRIDGE ROAD SUITE 201 OLON, OH 44139	45519
VISHAY INTERTECHNOLOGY INC	63 LANCASTER MALVERN, PA 19355	51230

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
VOGEL LUBRICATION SYSTEMS OF AMER	1008 JEFFERSON AVENUE P.O. BOX 3 NEWPORT NEWS, VA 23607	86664
VORNE INDUSTRIES INC	1445 INDUSTRIAL DRIVE ITASCA, IL 60143-1849	29072
WALDINGER CORPORATION THE	4224 CLAYTON AVENUE ST LOUIS, MO 63110-1720	45286
WALGREN COMPANY	3677 SYSCO COURT S E GRAND RAPIDS, MI 49512	93994
WARD PRODUCTS CORPORATION	633 NASSAU NORTH BRUNSWICK, NJ 08902	95660

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**TWELFTH OMNIBUS ORDER AUTHORIZING THE
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

This matter coming before the Court on the Twelfth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to reject all Contracts with the Non-Debtor Counterparties identified on the attached Schedule 1, which is incorporated herein by reference, and the Contracts are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of June 16, 2009.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
RECORDED BOOKS	200 SKIPJACK ROAD PRINCE FREDERICK, MD 20678	59386
REITMEIER MECHANICAL	19570 SW 90TH CT TUALATIN, OR 97062	15426
RENKIM CORPORATION	13333 ALLEN ROAD SOUTHGATE, MI 48195-2294	33493
RESISTANCE WELDING PRODUCTS LTD	MARLBOROUGH ST N PO BOX 670 BLENHEIM, ON N0P1A0 CANADA	79972
RICE EQUIPMENT COMPANY	12895 PENNRIDGE DR BRIDGETON, MO 63044-1238	80695
ROBINSON INDUSTRIES INC-MI	3051 CURTIS ROAD P O BOX V COLEMAN, MI 48618-9568	78960
ROCKFORD INDUSTRIAL WELDING SUPPLY	4646 LINDEN ROAD ROCKFORD, IL 61109-1737	79782
ROCKNEL FASTENERS	5309 11TH ST ROCKFORD, IL 61109	51673
ROGERS B W COMPANY	18 TECHVIEW PLACE CINCINNATI, OH 45215-1981	78428
ROLL & HOLD	201 MISSISSIPPI STREET GARY, IN 46402	16052
ROLLINS ENVIRONMENTAL SERVICES INC	ONE ROLLINS PLAZA P O BOX 2349 WILMINGTON, DE 19803-2910	44822
RONART INDUSTRIES INC	19365 SHERWOOD AVENUE DETROIT, MI 48234-2899	78890
ROTO-ROOTER SERVICES COMPANY	17630 SOUTH WATERLOO ROAD CLEVELAND, OH 44119-3219	41257
RUMSEY/TECOT ELECTRIC SUPPLY	55 LUKENS DRIVE P O BOX 61 NEW CASTLE, DE 19720-2718	90853
RUSSO AND STEELE LLC	5230 SOUTH 39TH STREET PHOENIX, AZ 85040	60583
RYAN & COMPANY	ONE KENNEDY SQ 777 WOODWARD AVE SUITE 800 DETROIT, MI 48226	60065
S A COMUNALE	2900 NEWPARK DR PO BOX 150 BARBERTON, OH 44203-1050	39175
S A E	400 COMMONWEALTH DRIVE WARRENDALE, PA 15096-0001	81483
S&T DAEWOO	5 SONGJEONG RI CHOLMA MYON KIJANG GUN BUSAN KOREA	61019
SAEMIE CORPORATION	10725 SPRINGDALE AVE UNIT 3 SANTA FE SPRINGS, CA 90670	53436
SALEEN INC	1225 E MAPLE RD TROY, MI 48083	59863
SAM SHIN	769 WONSI DONG DANWON GU ASAAN KYUNGKI 425-852 KOREA	61547
SAMICK AUTOTECH CO LTD	GALSAN DONG DALSEO GU DAEGU KOREA	61641
SAMUEL SON & CO LTD	20001 SHERWOOD AVENUE DETROIT, MI 48234	72624

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
SAMUEL SON & CO LTD	20001 SHERWOOD AVENUE DETROIT, MI 48234	56941
SAMUEL SON & CO LTD	20001 SHERWOOD AVENUE DETROIT, MI 48234	96172
SAMUEL STRAPPING SYSTEMS-CANADA	2360 DIXIE ROAD COOKSVILLE, ON L4Y1Z4 CANADA	86023
SARTORIUS CORPORATION	131 HEARTLAND EDGEWOOD, NY 11717	88235
SCHMITT INDUSTRIES INC	2765 N W NICOLIA STREET PORTLAND, OR 97210	14706
SCHNEIDER NATIONAL INC	P O BOX 2545 GREEN BAY, WI 54306-2545	70833
SDE-MRO EXPRESS LLC	901 TOWER DR SUITE 450 TROY, MI 48098	60160
SEBERT LANDSCAPING	31W060 W BARTLETT ROAD BARTLETT, IL 60103	85654
SELAS CORPORATION OF AMERICA	2034 LIMEKILN PIKE DRESHER, PA 19025	82241
SIEMENS VDO AUTOMOTIVE ELECTRONICS	100 ELECTRONICS BOULEVARD HUNTSVILLE, AL 35824	57916
SIMCO COMPANY	2257 N PENN ROAD HATFIELD, PA 19440-1998	83955
SKD AUTOMOTIVE GROUP LP	1965 PRATT BLVD ELK GROVE VILLAGE, IL 60007-5934	75898
SKIMMER INC	6969 METROPLEX ROMULUS, MI 48174-2082	87834
SNAVELY MACHINE & MANUFACTURING	1070 INDUSTRIAL PKWY PERU, IN 46970	51852
SNR BEARING USA INC	BP 17 1 RUE DES USINES ANNECY CEDEX 74010 FRANCE	54512
SOUTHERN LUMBER COMPANY	290 PIKE STREET P O BOX 278 QUAKER CITY, OH 43773-0278	88539
SOUTHWESTERN INDUSTRIES INC	2605 HOMESTEAD PLACE RANCHO DOMINGUEZ, CA 90220	87867
SPANG & COMPANY	BRUGH AVENUE P O BOX 391 BUTLER, PA 16001-6428	77791
SPANGLER SUPERIOR TOOL & MFG INC	50 INDUSTRIAL DRIVE PIONEER, OH 43554	24464
SQUARE ONE ELECTRIC SERVICE CO INC	347 FORK BRANCH ROAD DOVER, DE 19904	14621
STACE-ALLEN CHUCK INC	2250 W MINNESOTA INDIANAPOLIS, IN 46221-1842	83794
STANADYNE AUTOMOTIVE CORPORATION	92 DEERFIELD ROAD WINDSOR, CT 06095	83428
STANDARD CONTRACTING & ENGRG INC	6356 EASTLAND ROAD BROOKPARK, OH 44142	93394
STANDARD DIE SUPPLY	630 KISER STREET DAYTON, OH 45404-1644	83866

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
STOCKCAP	13515 BARRETT PARKWAY DRIVE ST LOUIS, MO 63021-5880	24278
SUMMIT TRAINING SOURCE INC	4170 EMBASSY DR GRAND RAPIDS, MI 49546	49352
SUPECK SEPTIC SERVICES LLC	7760 BRANCH RD MEDINA, OH 44256	11708
SUPER SYSTEMS INC	7205 EDINGTON DR CINCINNATI, OH 45249	29620
SUPERIOR DETROIT SALES INC	23730 RESEARCH DRIVE FARMINGTON HILLS, MI 48335-2624	82994
SUPERIOR PLASTICS INC	417 E SECOND STREET ROCHESTER, MI 48307-2007	39841
SUTHERLAND LEATHER & FELT COMPANY	2963 INDUSTRIAL TROY, MI 48084-7086	83034
SYNDEVCO INC	24205 TELEGRAPH ROAD PO BOX 265 SOUTHFIELD, MI 48037-0265	85852
T & M EQUIPMENT COMPANY INC	2880 EAST 83RD PLACE MERRILLVILLE, IN 46410-6412	54352
TAIHO CORPORATION OF AMERICA	28175 HAGGERTY RD NOVI, MI 48377	38439
TARPON AUTOMATION & DESIGN COMPANY	26692 GROESBECK HIGHWAY WARREN, MI 48089	70343
TAYLOR MACHINE PRODUCTS INC	21300 EUREKA ROAD P O BOX 159 TAYLOR, MI 48180-5271	20753
TEBO,S.A.	AV DEL FERROCARRIL 5 FRACC ALCE B NAUCALPAN 53370 MEXICO	50561
TECHNICAL ILLUSTRATION CORPORATION	6030 CHASE ROAD DEARBORN, MI 48126	20571
TECHNICO INDUSTRIES LIMITED	PLOT 17 SECTOR 3 GURGAON HARVANA 122050 INDIA	61075
TELESIS TECHNOLOGIES INC.	28181 RIVER DRIVE CIRCLEVILLE, OH 43113	26705
TELLUREX	1462 INTERNATIONAL DR TRAVERSE CITY, MI 49686	58315
TENATRONICS LTD	776 DAVIS DRIVE EAST NEWMARKET, ON L3Y4X1 CANADA	91639
TEPCO INC	385 N MILL STREET SOUTH LYON, MI 48178-1262	91580
THE BING GROUP	11500 OAKLAND AVENUE DETROIT, MI 48211	40275
THOMAS INDUSTRIAL ROLLS INC	8526 BRANDT DEARBORN, MI 48126	11534
TOLEDO MIRROR AND GLASS	103 AVONDALE P O BOX 1032 TOLEDO, OH 43697	68431
TOLEDO TRANSDUCERS INC	6834 SPRING VALLEY DRIVE P.O. BOX 10 HOLLAND, OH 43528	18049

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TOMPOR KEN AUTO	2285 NORTH OPDYKE ROAD SUITE B AUBURN HILLS, MI 48326	12855
TOOL DEX INC	22778 GLOBE WARREN, MI 48089-3752	47481
TOOLCRAFT PRODUCTS INC	1265 MC COOK AVENUE DAYTON, OH 45404-2800	90250
TPS INTERNATIONAL INC	N61 W23043 SILVER SPRING DRIVE SUSSEX, WI 53089-3969	55426
TRANSMARES CORPORATION	621 SHREWSBURY AVENUE SHREWSBURY, NJ 07702	28252
TRANTER MANUFACTURING INC	1054 CLAUSSEN ROAD AUGUSTA, GA 30907-3206	90303
TREE CITY TOOL & ENG COMPANY INC	1954 N MONTGOMERY RD GREENSBURG, IN 47240	15290
TRI MAS CORPORATION	315 EAST EISENHOWER PARKWAY ANN ARBOR, MI 48108-3306	90623
TRIM X TECHNOLOGIES	332 INDUSTRIAL DR IMLAY CITY, MI 48444	61386
TROUPE ELECTRONICS INC	1510 SPRINGPORT ROAD JACKSON, MI 49201	90363
TRUGREEN CHEMLAWN 2748	3308 IMPERIAL PKWY SUITE E BX 6001 LAFAYETTE, IN 47903	48583
TRU-PAR INC	160 WILSON ROAD BENLEYVILLE, PA 15314	78615
UIS INC	600 FIFTH AVENUE NEW YORK, NY 10020-2302	72420
UNHOLTZ-DICKIE CORPORATION	6 BROOKSIDE DRIVE WALLINGFORD, CT 06492-1893	93422
UNITED ROAD	10701 MIDDLEBELT RD ROMULUS, MI 48174	51813
UNITED TESTING SYSTEMS INC	5171 EXCHANGE DRIVE FLINT, MI 48507-2954	30738
UNIVERSAL TOOL & GAUGE INC	34028 JAMES J POMPO FRASER, MI 48026	17599
VALVE RECONDITIONING	17180 FRANCIS MELVINDALE, MI 48122-1339	94823
VANNATTER H E LIMITED	102 ARNOLD STREET P O BOX 36 WALLACEBURG, ON N8A4L5 CANADA	94782
VAPOR POWER INTERNATIONAL LLC	551 S COUNTY LINE ROAD FRANKLIN PARK, IL 60131-1013	94195
VERSATECH INDUSTRIES-CANADA	612 WELHAM RD BERRIE, ON L4N8Z8 CANADA	26548
VIBCO INC	STILSON ROAD P O BOX 8 WYOMING, RI 02898-1026	94828
VIKING INDUSTRIES	33790 BAINBRIDGE ROAD SUITE 201 OLON, OH 44139	45519
VISHAY INTERTECHNOLOGY INC	63 LANCASTER MALVERN, PA 19355	51230

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VOGEL LUBRICATION SYSTEMS OF AMER	1008 JEFFERSON AVENUE P.O. BOX 3 NEWPORT NEWS, VA 23607	86664
VORNE INDUSTRIES INC	1445 INDUSTRIAL DRIVE ITASCA, IL 60143-1849	29072
WALDINGER CORPORATION THE	4224 CLAYTON AVENUE ST LOUIS, MO 63110-1720	45286
WALGREN COMPANY	3677 SYSCO COURT S E GRAND RAPIDS, MI 49512	93994
WARD PRODUCTS CORPORATION	633 NASSAU NORTH BRUNSWICK, NJ 08902	95660